

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

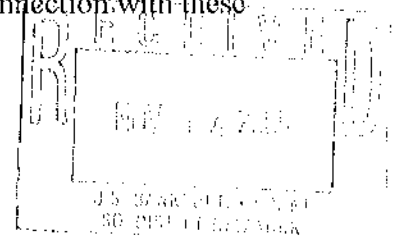
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In re	: Chapter 11
DELPHI CORPORATION, <u>et al.</u> ,	: Case No. 05-44481 (RDD)
Debtors.	: (Jointly Administered)
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AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL  
REISING, ETHINGTON, BARNES, KISSELLE, P.C.

STATE OF MICHIGAN                    )  
  ) ss:  
COUNTY OF OAKLAND                )

Francis J. Fodale, being duly sworn, deposes and says:

1. I am a principal of Reising, Ethington, Barnes, Kisselle, P.C. (REBK) which firm maintains an office at 201 W. Big Beaver Rd., Suite 400, Troy, Michigan 48084.
2. Neither I, REBK, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. REBK, has represented and advised the Debtors in legal matters with respect to a broad range of aspects of the Debtors' businesses.
4. The Debtors have requested, and REBK has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and REBK proposes, to render the following services to the Debtors: legal services with respect to intellectual property matters.
5. REBK's current fees arrangement is a fixed fee of \$5,000 for preparing certain patent applications; up to \$300/hr for other legal services, and reimbursement for expenses, advancement and administration.
6. Except as set forth herein, no promises have been received by REBK or any partner, auditor or other member thereof as to compensation in connection with these



chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. REBK has no agreement with any entity to share with such entity any compensation received by REBK.

8. REBK and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. REBK does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors of their estates.

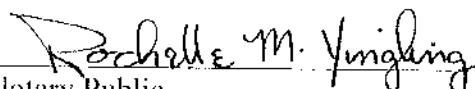
9. Neither I, REBK, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interests adverse to the Debtors, or their estates in the matters upon which REBK is to be engaged.

10. The foregoing constitutes the statement of REBK pursuant to sections 329 and 504 of the Bankruptcy Code and the Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

  
Francis J. Fodale

Subscribed and sworn before me  
this 9<sup>th</sup> day of November, 2005

  
Notary Public

ROCHELLE M. YINGLING  
NOTARY PUBLIC OAKLAND CO., MI  
MY COMMISSION EXPIRES Jan 9, 2008  
ACTING IN OAKLAND COUNTY, MI

**CERTIFICATE OF SERVICE**

I hereby certify that a copy of the foregoing **AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL, REISING, ETHINGTON, BARNES, KISSELLE, P.C.** was caused to be served on **November 9, 2005**, upon the following counsel of record in the manner indicated:

**VIA FIRST CLASS MAIL:**

Attention: General Counsel  
Delphi Technologies, Inc.  
5725 Delphi Drive  
Troy, Michigan 48098-2815

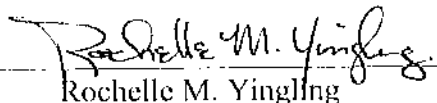
Attention: John Wm. Butler, Jr., Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606

Attention: Alicia M. Leonhard, Esq.  
U.S. Trustee  
33 Whitehall Street, Suite 2100  
New York, New York 10044

Attention: Mark A. Broude, Esq.  
Latham & Watkins  
885 Third Avenue  
New York, New York 10022

Attention: Marissa Wesley, Esq.  
Simpson, Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, New York 10017

Attention: Marlene Melican, Esq.  
Davis Polk & Wardell  
450 Lexington Avenue  
New York, New York 10017

  
Rochelle M. Yingling